

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
W. R. GRACE & CO., et al.<sup>1</sup> )  
Debtors. ) Case No. 01-01139 (JKF)  
 ) (Jointly Administered)  
 ) Related Docket No. 9341  
 ) 9/26/05 Agenda Item No. 6

**CERTIFICATION OF COUNSEL REGARDING  
PROPOSED ORDERS ON CERTAIN INSURERS' MOTION  
FOR ACCESS TO EXHIBITS TO 2019 STATEMENTS**

The undersigned hereby certifies that:

1. On September 6, 2005, Certain Insurers filed the Certain Insurers' Motion

for Access to Exhibits to 2019 Statements [Docket No. 9341] (the "Motion").

---

<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

2. On September 26, 2005, the Court conducted a hearing on the Motion and considered several objections to the Motion as well as the Debtors' comments on the Motion.

3. During the hearing certain of the Debtors' insurers raised concerns regarding the purpose and scope of the Personal Injury Claims Estimation Proceeding.

4. For the reasons stated on the record at the September 26, 2005 hearing, the Court denied the relief requested in the Motion and request that parties-in-interest negotiate on the form of an Order denying the relief requested in the Motion and clarifying the purpose of the Personal Injury Claims Estimation Proceeding.

5. At the October 24, 2005 omnibus hearing, the Court conducted a status conference on the Motion and the parties gave the Court an update on their progress on negotiating the Order. At the conclusion of the status hearing on the Motion, the Court requested that the parties continue their efforts and, if they could not agree on an Order, the Court requested that the Debtors file a certification of counsel with the different versions of the proposed Order.

6. The parties have continued to negotiate on the proposed Order and, while they have narrowed their differences, they have not reached agreement at this time.

7. The parties are willing to continue their efforts but, as directed by the Court, submit these two proposed Orders for the Court's consideration.

8. Attached hereto as Exhibit A is the Debtors' proposed form of Order.

9. Attached hereto as Exhibit B is the Certain Insurers proposed form of Order.

10. If the parties reach agreement on a form of Order, they will inform the Court of their agreement and submit an agreed-upon Order.

11. If the parties are unable to agree, they will advise the Court and ask that the Court decide the appropriate form of Order.

Respectfully submitted,

Dated: November 7, 2005

KIRKLAND & ELLIS LLP  
James H.M. Sprayregen, P.C.  
Janet S. Baer  
200 East Randolph Drive  
Chicago, Illinois 60601  
(312) 861-2000

and

PACHULSKI STANG, ZIEHL, YOUNG, JONES  
& WEINTRAUB PC

*James E. O'Neill*  
Laura Davis Jones (Bar No. 2436)  
James E. O'Neill (Bar No. 4042)  
919 North Market Street, 16<sup>th</sup> Floor  
P.O. Box 8705  
Wilmington, DE 19899-8705 (Courier 19801)  
Telephone: (302) 652-4100  
Facsimile: (302) 652-4400

Co-Counsel for the Debtors and Debtors in Possession